

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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CLERK
US BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re:	:	CHAPTER 11
	:	
W.R. GRACE & CO., <u>et al.</u>	:	Case No. 01-1139 (JFF)
	:	Jointly Administered)
	:	
Debtors.	:	
_____	x	

**NOTICE OF APPEARANCE AND
DEMAND FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that Kramer Levin Naftalis & Frankel LLP ("Kramer Levin") hereby appears as Proposed Counsel for the Official Committee of Equity Security Holders ("Committee") in the above-captioned case under chapter 11 of title 11, United States Code (the "Bankruptcy Code") and, pursuant to Federal Rules of Bankruptcy Procedure 2002 and 9010(b) and section 1109(b) of the Bankruptcy Code, requests that any and all notices given or required to be given in this case and all papers served or required to be served in this case be delivered to and served upon:

Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, New York 10022
Attn: Thomas Moers Mayer, Esq.
Robert T. Schmidt, Esq.
Amy Caton, Esq.
Tel: (212) 715-9100
Fax: (212) 715-8000.

PLEASE TAKE FURTHER NOTICE THAT the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Code and Federal Rules of Bankruptcy

Procedure provisions specified above, but also includes, without limitation, all orders, notices, hearing dates, applications, motions, petitions, requests, complaints, demands, replies, answers, schedules of assets and liabilities and statements of affairs, operating reports, plans of reorganization and liquidation, and disclosure statements, whether formal or informal, whether written or oral and whether transmitted or conveyed by mail, courier service, telegraph, telex, telefax or otherwise.

Neither this Notice of Appearance nor any subsequent appearance, pleading, claim or suit is intended to waive (i) Committee's right to have final orders in non-core matters entered only after de novo review by a district court judge; (ii) Committee's right to a jury trial in any proceedings so triable herein, or in any case, controversy or proceeding related hereto; (iii) Committee's right to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal; or (iv) any other rights, claims, actions, defenses, setoffs or recoupments to which Committee is or may be entitled under agreements, documents or instruments, in law or equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved.

Dated: New York, New York
July 30, 2001

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: Thomas Moers Mayer / AS
Thomas Moers Mayer
Robert T. Schmidt
Philip Bentley
919 Third Avenue
New York, New York 10022
(212) 715-9100